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Global Enterprises, LLC, and The Neiman Marcus Group LLC

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

HOLLY M. RIDDEL, an individual,

Plaintiff,

v.

HEARTS ON FIRE COMPANY, LLC, a  
Massachusetts Limited Liability  
Company; SAKS GLOBAL  
ENTERPRISES LLC, a Delaware  
Limited Liability Company; THE  
NEIMAN MARCUS GROUP LLC, a  
Delaware Limited Liability Company;  
and DOES 1-20, inclusive,

Defendants.

Case No. 2:25-cv-06276-JWF-BFM

**DEFENDANTS' ANSWER AND  
COUNTERCLAIMANTS'  
COUNTERCLAIM**

Action Filed: July 10, 2025  
Trial Date: Not set

1 Defendants Hearts On Fire Company, LLC (“HOF”), Saks Global Enterprises  
2 LLC (“Saks”) and The Neiman Marcus Group LLC (“Neiman Marcus”) (collectively,  
3 “Defendants”) answer Plaintiff Holly M. Riddel’s (“Plaintiff”) Complaint as follows:

4 **PARTIES**

5 1. Defendants lack knowledge or information sufficient to form a belief as  
6 to the truth of the allegations of Paragraph 1 and on that basis deny them.

7 2. Defendants lack knowledge or information sufficient to form a belief as  
8 to the truth of the allegations regarding Plaintiff’s information and belief and on that  
9 basis deny them. HOF admits that it is a limited liability company duly organized and  
10 existing under the laws of the State of Massachusetts with a location at 99 Summer  
11 Street, 4th Floor, Boston, MA 02110.

12 3. Defendants lack knowledge or information sufficient to form a belief as  
13 to the truth of the allegations regarding Plaintiff’s information and belief and on that  
14 basis deny them. Saks admits that it is a limited liability company duly organized and  
15 existing under the laws of the State of Delaware with a location at 225 Liberty Street,  
16 31st Floor, New York, NY 10281.

17 4. Defendants lack knowledge or information sufficient to form a belief as  
18 to the truth of the allegations regarding Plaintiff’s information and belief and on that  
19 basis deny them. Neiman Marcus admits that it is a limited liability company duly  
20 organized and existing under the laws of the State of Delaware with a location at 1618  
21 Main Street, Dallas, TX 75201.

22 5. Paragraph 5 states legal conclusions to which no response is required.  
23 To the extent a response is deemed required, Defendants admit that Plaintiff  
24 purported to sue certain defendants as “DOES 1 through 10.” Defendants lack  
25 knowledge or information sufficient to form a belief as to the truth of the allegations  
26 regarding Plaintiff’s information and belief, including about the “true names and  
27 capacities” of the DOE Defendants and their purported affiliation with Defendants  
28 and on that basis deny them. Defendants lack knowledge or information sufficient to

1 form a belief as to the truth of the allegations regarding Plaintiff's intent to amend the  
2 Complaint and on that basis deny them. Defendants deny the remaining allegations of  
3 Paragraph 5.

4 6. Paragraph 6 states legal conclusions to which no response is required.  
5 To the extent a response is deemed required, Defendants deny the allegations of  
6 Paragraph 6.

7 7. Paragraph 7 states legal conclusions to which no response is required.  
8 To the extent a response is deemed required, Defendants deny the allegations of  
9 Paragraph 7.

#### 10 JURISDICTION AND VENUE

11 8. Defendants admit that the Complaint purports to state claims under the  
12 statutes referenced in Paragraph 8.

13 9. Paragraph 9 states legal conclusions to which no response is required.  
14 To the extent a response is deemed required, Defendants admit that the Complaint  
15 purports to state claims under the federal trademark laws of the United States and state  
16 law claims.

17 10. Paragraph 10 states legal conclusions to which no response is required.  
18 To the extent a response is deemed required, Defendants deny the allegations of  
19 Paragraph 10.

20 11. Defendants lack knowledge or information sufficient to form a belief as  
21 to the truth of the allegations regarding Plaintiff's information and belief and on that  
22 basis deny them. Defendants admit that Saks is the corporate parent of Neiman  
23 Marcus.

24 12. HOF and Neiman Marcus admit that they are registered to do business  
25 in the State of California and have registered agents in the State of California.

26 13. Defendants lack knowledge or information sufficient to form a belief as  
27 to the truth of the allegations regarding Plaintiff's information and belief and on that  
28 basis deny them. Defendants admit that HOF products are sold through at least one

1 Neiman Marcus store. Defendants admit that Neiman Marcus has stores in Beverly  
2 Hills, Newport Beach, and Topanga. Defendants admit that one or more HOF  
3 products is sold through Neiman Marcus stores in California. Defendants deny the  
4 remaining allegations of Paragraph 13.

5 14. Defendants lack knowledge or information sufficient to form a belief as  
6 to the truth of the allegations regarding Plaintiff's information and belief and on that  
7 basis deny them. Defendants admit that HOF products are offered for sale through  
8 Neiman Marcus's websites, including into California. Defendants deny the remaining  
9 allegations of Paragraph 14.

10 15. Defendants lack knowledge or information sufficient to form a belief as  
11 to the truth of the allegations regarding Plaintiff's information and belief and on that  
12 basis deny them. HOF admits that it has shipped at least one of the products  
13 characterized as an Accused Product to one or more customers in California. Neiman  
14 Marcus and Saks lack knowledge or information sufficient to form a belief as to the  
15 truth of the remaining allegations of Paragraph 15 and on that basis deny them.

16 16. Paragraph 16 states legal conclusions to which no response is required.  
17 To the extent a response is deemed required, Defendants lack knowledge or  
18 information sufficient to form a belief as to the truth of the allegations regarding  
19 Plaintiff's information and belief and on that basis deny them. Because Plaintiff's  
20 reference to "regular business" without any more particularity is vague and fails to  
21 place Defendants on notice of the substance of the allegation, Defendants lack  
22 knowledge or information sufficient to form a belief as to the truth of the allegations  
23 of Paragraph 16 and on that basis deny them.

24 17. Paragraph 17 states legal conclusions to which no response is required.  
25 To the extent a response is deemed required, Defendants admit that they have  
26 conducted business in the State of California. Defendants deny the remaining  
27 allegations of Paragraph 17.

28 18. Paragraph 18 states legal conclusions to which no response is required.

1 To the extent a response is deemed required, Because Plaintiff's reference to  
2 "substantial part" without any more particularity is vague and fails to place  
3 Defendants on notice of the substance of the allegation, Defendants lack knowledge  
4 or information sufficient to form a belief as to the truth of the allegations of Paragraph  
5 18 and on that basis deny them.

6 **RIDDEL'S BUSINESS AND DEVELOPMENT OF THE "INSIDE OUT"**  
7 **MARK**

8 19. Defendants admit that the Complaint purports to state claims for  
9 trademark infringement and unfair competition.

10 20. Defendants lack knowledge or information sufficient to form a belief as  
11 to the truth of the allegations of Paragraph 20 and on that basis deny them.

12 21. Defendants lack knowledge or information sufficient to form a belief as  
13 to the truth of the allegations of Paragraph 21 and on that basis deny them.

14 22. Defendants lack knowledge or information sufficient to form a belief as  
15 to the truth of the allegations of Paragraph 22 and on that basis deny them.

16 23. The identified website speaks for itself. Defendants refer to the identified  
17 website for its true and accurate contents and deny any allegations inconsistent  
18 therewith.

19 24. Defendants lack knowledge or information sufficient to form a belief as  
20 to the truth of the allegations of Paragraph 24 and on that basis deny them.

21 25. Defendants lack knowledge or information sufficient to form a belief as  
22 to the truth of the allegations of Paragraph 25 and on that basis deny them.

23 26. Defendants lack knowledge or information sufficient to form a belief as  
24 to the truth of the allegations of Paragraph 26 and on that basis deny them.

25 27. Paragraph 27 states legal conclusions to which no response is required.  
26 To the extent a response is deemed required, Defendants deny that the mark "INSIDE  
27 OUT" as used by Plaintiff has acquired significant market strength and goodwill or  
28 distinctiveness or secondary meaning, and that it is inherently distinctive. Defendants

1 lack knowledge or information sufficient to form a belief as to the truth of the  
2 remaining allegations of Paragraph 27 and on that basis deny them.

3 28. Defendants lack knowledge or information sufficient to form a belief as  
4 to the truth of the allegations of Paragraph 28 and on that basis deny them.

5 29. Defendants lack knowledge or information sufficient to form a belief as  
6 to the truth of the allegations of Paragraph 29 and on that basis deny them.

7 30. Defendants lack knowledge or information sufficient to form a belief as  
8 to the truth of the allegations of Paragraph 30 and on that basis deny them.

9 31. Defendants lack knowledge or information sufficient to form a belief as  
10 to the truth of the allegations regarding Plaintiff's information and belief and on that  
11 basis deny them. HOF admits that Signet Jewelers is one of the largest retailers of  
12 diamond jewelry in the world, and that it includes brands such as Kay Jewelers, Zales,  
13 and Jared. Saks and Neiman Marcus lack knowledge or information sufficient to form  
14 a belief as to the truth of the allegations relating to Signet Jewelers' status as one of  
15 the largest retailers of diamond jewelry in the world and its brand portfolio and on  
16 that basis denies them.

17 32. Defendants lack knowledge or information sufficient to form a belief as  
18 to the truth of the allegations of Paragraph 32 and on that basis deny them.

19 33. Defendants lack knowledge or information sufficient to form a belief as  
20 to the truth of the allegations of Paragraph 33 and on that basis deny them.

21 **RIDDEL'S FEDERAL TRADEMARK REGISTRATION FOR "INSIDE**  
22 **OUT"**

23 34. Defendants admit that the records of the United States Patent and  
24 Trademark Office's (the "USPTO") available at the USPTO's website at  
25 www.uspto.gov ("USPTO's Website") reflect that Plaintiff applied to register  
26 "INSIDE OUT" Under U.S. TM App. No. 87/560422 (the "'422 Application") and  
27 further refer to such application for its complete and accurate contents and deny any  
28 allegations inconsistent therewith.

1           35. Defendants admit that the records for the ‘422 Application available on  
2 the USPTO’s Website do not reflect any refusal of the ‘422 Application on  
3 descriptiveness grounds and further refer to the file history for the ‘422 Application  
4 for their full and accurate contents and deny any allegations inconsistent therewith.

5           36. Defendants admit that the records for the ‘422 Application available on  
6 the USPTO’s Website do not reflect any refusal of the ‘422 Application on  
7 genericness grounds and further refer to the file history for the ‘422 Application for  
8 their full and accurate contents and deny any allegations inconsistent therewith.

9           37. Defendants admit that the records for the ‘422 Application available on  
10 the USPTO’s Website reflect that the ‘422 Application was published for opposition  
11 on January 2, 2018 and that no opposition was filed to the ‘422 Application and further  
12 refer to the file history for the ‘422 Application for their full and accurate contents  
13 and deny any allegations inconsistent therewith.

14           38. Defendants admit that the records available on the USPTO’s Website  
15 reflect that U.S. Trademark Registration No. 5,427,382 (the “‘382 Registration”) for  
16 INSIDE OUT was issued on March 20, 2018 and further refer to such registration and  
17 the document attached as Exhibit 1 to the Complaint for its complete and accurate  
18 contents and deny any allegations inconsistent therewith.

19           39. Because Plaintiff’s allegation in Paragraph 39 is vague as to what  
20 trademark is being referenced, Defendants lack knowledge or information sufficient  
21 to form a belief as to the truth of the allegations of Paragraph 39 and on that basis  
22 deny them. Paragraph 39 states legal conclusions to which no response is required. To  
23 the extent a response is required and Plaintiff intended to refer to the ‘382  
24 Registration, Defendants admit that based on the records available on the USPTO’s  
25 Website, Plaintiff filed a Declaration of Incontestability of a Mark and further refer to  
26 such Declaration and the document attached as Exhibit 2 to the Complaint for its  
27 complete and accurate contents and deny any allegations inconsistent therewith

28           40. Because Plaintiff’s allegation in Paragraph 40 of the Complaint is vague



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1 as to what trademark is being referenced, Defendants lack knowledge or information  
2 sufficient to form a belief as to the truth of the allegations of Paragraph 40 and on that  
3 basis deny them. Paragraph 40 states legal conclusions to which no response is  
4 required. To the extent a response is required and Plaintiff intended to refer to the '382  
5 Registration, Defendants admit that the records available on the USPTO's Website  
6 reflect that that the USPTO issued a Notice of Acknowledgment and further refer to  
7 such Notice of Acknowledgement and the document attached as Exhibit 3 to the  
8 Complaint for its complete and accurate contents and deny any allegations  
9 inconsistent therewith.

10 41. Paragraph 41 states legal conclusions to which no response is required.  
11 To the extent a response is deemed required, Defendants admit that the records  
12 available at the USPTO's Website reflect that Plaintiff is the owner of the '382  
13 Registration and further refer to such records for their complete and accurate contents  
14 and deny any allegations inconsistent therewith. Defendants deny that the '382  
15 Registration is enforceable.

16 42. Paragraph 42 states legal conclusions to which no response is required.

17 43. Paragraph 43 states legal conclusions to which no response is required.  
18 To the extent a response is deemed required, Defendants deny the allegations of  
19 Paragraph 43.

20 44. Paragraph 44 states legal conclusions to which no response is required.  
21 To the extent a response is deemed required, Defendants deny the allegations of  
22 Paragraph 44.

23 **HOF'S INFRINGEMENT OF RIDDEL'S RIGHTS IN THE "INSIDE OUT"**  
24 **MARK**

25 45. Defendants admit that HOF is a jewelry company.

26 46. Defendants lack knowledge or information sufficient to form a belief as  
27 to the truth of the allegations of Paragraph 46 and on that basis deny them.

28 47. Defendants lack knowledge or information sufficient to form a belief as



1 to the truth of the allegations of Paragraph 47 regarding Plaintiff's knowledge and on  
2 that basis deny them. Defendants admit that that HOF launched the INSIDE/OUT line  
3 in February 2025 or after.

4 48. Defendants lack knowledge or information sufficient to form a belief as  
5 to the truth of the allegations of Paragraph 48 regarding the authorship of the article  
6 at the identified URL link and on that basis deny them. Defendants admit that the  
7 article is accessible at the identified URL link and further refer to such link and the  
8 document attached as Exhibit 4 to the Complaint for their complete and accurate  
9 contents and deny any allegations inconsistent therewith.

10 49. Defendants lack knowledge or information sufficient to form a belief as  
11 to the truth of the allegations of Paragraph 49 regarding Plaintiff's information and  
12 belief and on that basis deny them. Defendants lack knowledge or information  
13 sufficient to form a belief as to the truth of the allegations of Paragraph 49 regarding  
14 Plaintiff's retention of counsel and on that basis deny them. With respect to the  
15 remaining allegations of Paragraph 49, HOF admits that it received a letter from a  
16 person purporting to be Plaintiff's counsel on or about February 19, 2025 (the  
17 "February 19<sup>th</sup> Letter") and refers to the February 19<sup>th</sup> Letter for its true and accurate  
18 contents and denies any allegations inconsistent therewith. Saks and Neiman Marcus  
19 lack knowledge or information sufficient to form a belief as to the allegations of  
20 Paragraph 49 and on that basis deny them.

21 50. HOF admits that its counsel responded to the February 19<sup>th</sup> Letter on or  
22 about February 26, 2025 (the "February 26<sup>th</sup> Letter") and refers to the February 26<sup>th</sup>  
23 Letter for its true and accurate content and denies any allegations inconsistent  
24 therewith. Saks and Neiman Marcus lack knowledge or information sufficient to form  
25 a belief as to the truth of the allegations of Paragraph 50 and on that basis deny them.

26 51. HOF admits that it received a letter from a person purporting to be  
27 Plaintiff's counsel on or about March 13, 2025 (the "March 13<sup>th</sup> Letter") and refers to  
28 the March 13<sup>th</sup> letter for its true and accurate content and denies any allegations

1 inconsistent therewith. Saks and Neiman Marcus lack knowledge or information  
2 sufficient to form a belief as to the truth of the allegations of Paragraph 51 and on that  
3 basis deny them.

4 52. HOF admits that its counsel responded to the March 13<sup>th</sup> Letter on or  
5 about March 25, 2025 (the “March 25<sup>th</sup> Letter”) and refers to the March 25<sup>th</sup> letter for  
6 its true and accurate content and denies any allegations inconsistent therewith. Saks  
7 and Neiman Marcus lack knowledge or information sufficient to form a belief as to  
8 the truth of the allegations of Paragraph 52 and on that basis deny them.

9 53. HOF admits that it received a letter from a person purporting to be  
10 Plaintiff’s counsel on or about April 22, 2025 (the “April 22<sup>nd</sup> Letter”) and refers to  
11 the April 22<sup>nd</sup> letter for its true and accurate content and denies any allegations  
12 inconsistent therewith. Saks and Neiman Marcus lack knowledge or information  
13 sufficient to form a belief as to the truth of the allegations of Paragraph 53 and on that  
14 basis deny them.

15 54. HOF admits that its counsel responded to the April 22<sup>nd</sup> Letter on or  
16 about April 25, 2025 (the “April 25<sup>th</sup> Letter”) and refers to the April 25<sup>th</sup> letter for its  
17 true and accurate content and denies any allegations inconsistent therewith. Saks and  
18 Neiman Marcus lack knowledge or information sufficient to form a belief as to the  
19 truth of the allegations of Paragraph 54 and on that basis deny them.

20 55. HOF admits that as of the date of the filing of the Complaint, HOF  
21 offered jewelry for sale in conjunction with the phrase Inside/Out, including on its  
22 website and that Exhibit 5 to the Complaint appears to be a printout of pages from  
23 [www.heartsonfire.com](http://www.heartsonfire.com) and further refers to Exhibit 5 to the Complaint for its  
24 complete and accurate contents and denies any allegations inconsistent therewith.  
25 Saks and Neiman Marcus lack knowledge or information sufficient to form a belief  
26 as to the truth of the allegations of Paragraph 55 and on that basis deny them.

27 56. Defendants deny that HOF uses Inside/Out as a trademark.

28 57. Defendants deny that HOF uses Inside/Out in a trademark manner.

1           58.     HOF denies the allegations of Paragraph 58 of the Complaint. Saks and  
2     Neiman Marcus lack knowledge or information sufficient to form a belief as to the  
3     truth of the allegations of Paragraph 58 and on that basis deny them.

4           59.     HOF denies the allegations of Paragraph 59. Saks and Neiman Marcus  
5     lack knowledge or information sufficient to form a belief as to the truth of the  
6     allegations of Paragraph 59 and on that basis deny them.

7           60.     HOF denies the allegations of Paragraph 60, except it admits that HOF  
8     posted “Inside Stories,” including short videos, on social media posts titled “Inside  
9     Stories.” Saks and Neiman Marcus lack knowledge or information sufficient to form  
10    a belief as to the truth of the allegations of Paragraph 60 and on that basis deny them.

11          61.     HOF admits that Exhibit 6 to the Complaint appears to be taken from an  
12    Instagram account associated with HOF and further refers to Exhibit 6 to the  
13    Complaint for its complete and accurate contents and denies any allegations  
14    inconsistent therewith. Saks and Neiman Marcus lack knowledge or information  
15    sufficient to form a belief as to the truth of the allegations of Paragraph 61 and on that  
16    basis deny them.

17          62.     HOF refers to Exhibit 6 to the Complaint for its complete and accurate  
18    contents and denies any allegations inconsistent therewith. Saks and Neiman Marcus  
19    lack knowledge or information sufficient to form a belief as to the truth of the  
20    allegations of Paragraph 62 and on that basis deny them.

21          63.     Defendants lack knowledge or information sufficient to form a belief as  
22    to the truth of the allegations of Paragraph 63 and on that basis deny them.

23          64.     Defendants lack knowledge or information sufficient to form a belief as  
24    to the truth of the allegations of Paragraph 64 and on that basis deny them.

25          65.     HOF admits that its counsel sent Plaintiff’s counsel a letter on or about  
26    June 11, 2025 and refers to that letter and the document attached as Exhibit 7 to the  
27    Complaint for their true and accurate content and denies any allegations inconsistent  
28    therewith. Saks and Neiman Marcus lack knowledge or information sufficient to form

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1 a belief as to the truth of the allegations of Paragraph 65 and on that basis deny them.

2 66. HOF admits that Exhibit 7 contains the quoted text. Saks and Neiman  
3 Marcus lack knowledge or information sufficient to form a belief as to the truth of the  
4 allegations of Paragraph 66 and on that basis deny them.

5 67. HOF denies the allegations of Paragraph 67 of the Complaint. Saks and  
6 Neiman Marcus lack knowledge or information sufficient to form a belief as to the  
7 truth of the allegations of Paragraph 67 and on that basis deny them.

8 **SAKS GLOBAL’S AND NEIMAN MARCUS’S INFRINGEMENT OF**  
9 **RIDDEL’S RIGHTS IN THE “INSIDE OUT” MARK**

10 68. Saks and Neiman Marcus deny that Bergdorf Goodman Inc. is a  
11 subsidiary of Saks. Bergdorf Goodman is a retail brand name owned and operated by  
12 Saks. HOF lacks knowledge or information sufficient to form a belief as to the truth  
13 of the allegations of Paragraph 68 and on that basis denies them.

14 69. Defendants lack knowledge or information sufficient to form a belief as  
15 to the truth of the allegations of Paragraph 69 and on that basis deny them.

16 70. Saks and Neiman Marcus admit that Bergdorf Goodman received a letter  
17 from a person purporting to be Plaintiff’s counsel on or about February 19, 2025 (the  
18 February 19<sup>th</sup> Letter”) and refer to the February 19<sup>th</sup> Letter for its true and accurate  
19 content and deny any allegations inconsistent therewith. HOF lacks knowledge or  
20 information sufficient to form a belief as to the truth of the allegations of Paragraph  
21 70 and on that basis denies them.

22 71. Saks and Neiman Marcus deny the allegations of Paragraph 71 except  
23 admit that an employee of the Neiman Marcus Group responded to the February 19<sup>th</sup>  
24 Letter via email on February 20, 2025 (the  
25 February 20<sup>th</sup> Email”) and refer to the February 20<sup>th</sup> Email and Exhibit 8 for their true  
26 and correct content and deny any allegations inconsistent therewith. HOF lacks  
27 knowledge or information sufficient to form a belief as to the truth of the allegations  
28 of Paragraph 71 and on that basis denies them.

1           72.     The February 20<sup>th</sup> Email speaks for itself. Saks and Neiman Marcus refer  
2 to the February 20<sup>th</sup> Email and Exhibit 8 for their true and accurate content and deny  
3 any allegations inconsistent therewith. HOF lacks knowledge or information  
4 sufficient to form a belief as to the truth of the allegations of Paragraph 72 and on that  
5 basis denies them.

6           73.     Saks and Neiman Marcus admit that Saks was aware of the February 20<sup>th</sup>  
7 Email. HOF lacks knowledge or information sufficient to form a belief as to the truth  
8 of the allegations of Paragraph 73 and on that basis denies them.

9           74.     Saks and Neiman Marcus admit that Neiman Marcus is a subsidiary of  
10 Saks. HOF lacks knowledge or information sufficient to form a belief as to the truth  
11 of the allegations of Paragraph 74 and on that basis denies them.

12          75.     Defendants admit that Neiman Marcus sells at least one HOF product.

13          76.     HOF admits that the store locator function on [www.heartsonfire.com](http://www.heartsonfire.com)  
14 identifies a Neiman Marcus store in Newport Beach, CA as a retail location for HOF  
15 products and that Exhibit 9 to the Complaint appears to be a printout of pages taken  
16 from [www.heartsonfire.com](http://www.heartsonfire.com) and further refers to Exhibit 9 to the Complaint for its  
17 complete and accurate content and denies any allegations inconsistent therewith. Saks  
18 and Neiman Marcus lack knowledge or information sufficient to form a belief as to  
19 the truth of the allegations of Paragraph 76 and on that basis deny them.

20          77.     Defendants deny the allegations of Paragraph 77.

21          78.     Saks and Neiman Marcus admit that the February 20<sup>th</sup> Email was sent by  
22 Linda Upton-Hamilton. HOF lacks knowledge or information sufficient to form a  
23 belief as to the truth of the allegations of Paragraph 78 and on that basis denies them.

24          79.     Defendants lack knowledge or information sufficient to form a belief as  
25 to the truth of the allegations regarding Plaintiff's information and belief and on that  
26 basis deny them. Saks and Neiman Marcus deny the remaining allegations of  
27 Paragraph 79. HOF lacks knowledge or information sufficient to form a belief as to  
28 the truth of the allegations of Paragraph 79 and on that basis denies them.

1           80. Defendants lack knowledge or information sufficient to form a belief as  
2 to the truth of the allegations regarding Plaintiff's information and belief and on that  
3 basis deny them. Saks and Neiman Marcus deny the remaining allegations of  
4 Paragraph 80. HOF lacks knowledge or information sufficient to form a belief as to  
5 the truth of the allegations of Paragraph 80 and on that basis denies them.

6           81. Saks and Neiman Marcus admit that the February 20th Email lists Eliza  
7 Wahler as a cc and refers to the February 20<sup>th</sup> Email and Exhibit 8 for their true and  
8 accurate content and deny any allegations inconsistent therewith. HOF lacks  
9 knowledge or information sufficient to form a belief as to the truth of the allegations  
10 of Paragraph 81 and on that basis denies them.

11           82. Saks and Neiman Marcus admit that Eliza Wahler has an email address  
12 at eliza.grodzki@saks.com. HOF lacks knowledge or information sufficient to form a  
13 belief as to the truth of the allegations of Paragraph 82 and on that basis denies them.

14           83. Defendants lack knowledge or information sufficient to form a belief as  
15 to the truth of the allegations regarding Plaintiff's information and belief and on that  
16 basis deny them. Saks and Neiman Marcus admit that Eliza Wahler is a senior  
17 paralegal with Saks. HOF lacks knowledge or information sufficient to form a belief  
18 as to the truth of the allegations of Paragraph 83 and on that basis denies them.

19           84. Defendants lack knowledge or information sufficient to form a belief as  
20 to the truth of the allegations regarding Plaintiff's information and belief and on that  
21 basis deny them. Defendants admit that Neiman Marcus sold at least one product  
22 characterized as an "Accused Product" after February 20, 2025.

23           85. Defendants lack knowledge or information sufficient to form a belief as  
24 to the truth of the allegations regarding Plaintiff's information and belief and on that  
25 basis deny them. Defendants admit that Saks was aware of Neiman Marcus's offering  
26 of at least one product characterized as an "Accused Product." HOF lacks knowledge  
27 or information sufficient to form a belief as to the truth of the allegations of Paragraph  
28 85 and on that basis denies them.



1 86. Defendants lack knowledge or information sufficient to form a belief as  
2 to the truth of the allegations regarding Plaintiff's knowledge and on that basis deny  
3 them. Because Plaintiff's reference to "in coordination with" without any more  
4 particularity is vague and fails to place Defendants on notice of the substance of the  
5 allegation, Defendants lack knowledge or information sufficient to form a belief as to  
6 the truth of the allegations of Paragraph 86 and on that basis deny them.

7 **COMPARISON OF RIDDEL'S USE OF INSIDE OUT AND DEFENDANTS'**  
8 **USE OF INSIDE/OUT**

9 87. The visual differences between the phrases "INSIDE OUT" and  
10 "INSIDE/OUT" are self-evident.

11 88. Defendants lack knowledge or information sufficient to form a belief as  
12 to the truth of the allegations regarding Plaintiff's knowledge and on that basis deny  
13 them. HOF admits that it intends that "INSIDE/OUT" be pronounced as "INSIDE  
14 OUT." Saks and Neiman Marcus lack knowledge or information sufficient to form a  
15 belief as to the truth of the allegations of Paragraph 88 and on that basis deny them.

16 89. Defendants lack knowledge or information sufficient to form a belief as  
17 to the truth of the allegations regarding Plaintiff's information and belief and on that  
18 basis deny them. HOF admits that it intends that "INSIDE/OUT" be pronounced  
19 "INSIDE OUT." Saks and Neiman Marcus deny the allegations of Paragraph 88.

20 90. Defendants lack knowledge or information sufficient to form a belief as  
21 to the truth of the allegations of Paragraph 90 and on that basis deny them.

22 91. Defendants lack knowledge or information sufficient to form a belief as  
23 to the truth of the allegations regarding third-party retailers' use of the words  
24 "INSIDE" and "OUT" and on that basis deny them. Defendants admit that HOF has  
25 used the words "INSIDE" and "OUT" without a slash therebetween on one occasion,  
26 *i.e.*, with respect to the "#HeartsOnFire" Instagram hashtag. A slash mark cannot be  
27 added to an Instagram hashtag.

28 92. Defendants admit that "INSIDE OUT" as used by Plaintiff and



1 “INSIDE/OUT” as used by Defendants are phonetically equivalent.

2 93. Defendants lack knowledge or information sufficient to form a belief as  
3 to the truth of the allegations of Paragraph 93 regarding Plaintiff’s use of INSIDE  
4 OUT. Defendants refer to the ‘382 Registration for its full and accurate content and  
5 deny any allegation inconsistent therewith.

6 94. Defendants deny the allegations of Paragraph 94.

7 95. Paragraph 95 states legal conclusions to which no response is required.  
8 To the extent a response is deemed required, Defendants deny the allegations of  
9 Paragraph 95.

10 96. Paragraph 96 states legal conclusions to which no response is required.  
11 To the extent a response is deemed required, Defendants deny the allegations of  
12 Paragraph 96.

13 97. Paragraph 97 states legal conclusions to which no response is required.  
14 To the extent a response is deemed required, Defendants deny the allegations of  
15 Paragraph 97.

16 98. Paragraph 98 states legal conclusions to which no response is required.  
17 To the extent a response is deemed required, Defendants deny the allegations of  
18 Paragraph 98.

19 99. Paragraph 99 states legal conclusions to which no response is required.  
20 To the extent a response is deemed required, Defendants deny the allegations of  
21 Paragraph 99.

22 100. Paragraph 100 states legal conclusions to which no response is required.

23 101. Defendants deny the allegations of Paragraph 101.

24 102. HOF denies the allegations of Paragraph 102. Saks and Neiman Marcus  
25 lack knowledge or information sufficient to form a belief as to the truth of the  
26 allegations of Paragraph 102 and on that basis deny them.

27 103. Saks and Neiman Marcus deny the allegations of Paragraph 103. HOF  
28 lacks knowledge or information sufficient to form a belief as to the truth of the

1 allegations of Paragraph 103 and on that basis denies them.

2 104. Saks and Neiman Marcus deny the allegations of Paragraph 104. HOF  
3 lacks knowledge or information sufficient to form a belief as to the truth of the  
4 allegations of Paragraph 104 and on that basis denies them.

5 105. Defendants deny the allegations of Paragraph 105.

6 106. HOF denies the allegations of Paragraph 106. Saks and Neiman Marcus  
7 lack knowledge or information sufficient to form a belief as to the truth of the  
8 allegations of Paragraph 106 and on that basis deny them.

9 107. Saks and Neiman Marcus deny the allegations of Paragraph 107. HOF  
10 lacks knowledge or information sufficient to form a belief as to the truth of the  
11 allegations of Paragraph 107 and on that basis denies them.

12 108. Saks and Neiman Marcus deny the allegations of Paragraph 108. HOF  
13 lacks knowledge or information sufficient to form a belief as to the truth of the  
14 allegations of Paragraph 108 and on that basis denies them.

15 109. Because Plaintiff's allegation regarding Defendants having trademark  
16 counsel with which they confer regarding trademark issues is vague as to which issues  
17 she intends to reference and, therefore, fails to place Defendants on notice of the  
18 substance of the allegation, Defendants lack knowledge or information sufficient to  
19 form a belief as to the truth of the allegations of Paragraph 109 and on that basis deny  
20 them. Defendants further lack knowledge or information sufficient to form a belief  
21 as to the truth of the allegations regarding Plaintiff's information and belief and on  
22 that basis deny them.

23 110. HOF admits that it is the owner of more than a dozen United States  
24 trademark registrations. Saks and Neiman Marcus lack knowledge or information  
25 sufficient to form a belief as to the truth of the allegations of Paragraph 110 and on  
26 that basis deny them.

27 111. Defendants Saks and Neiman Marcus deny the allegations of Paragraph  
28 111 of the Complaint, except admit that companies related to them collectively own

1 more than a dozen United States trademark registrations. HOF lacks knowledge or  
2 information sufficient to form a belief as to the truth of the allegations of Paragraph  
3 111 and on that basis denies them.

4 112. Defendants lack knowledge or information sufficient to form a belief as  
5 to the truth of the allegations regarding Plaintiff's information and belief and on that  
6 basis deny them. Defendants deny the remaining allegations of Paragraph 112.

7 113. Defendants lack knowledge or information sufficient to form a belief as  
8 to the truth of the allegations regarding Plaintiff's information and belief and on that  
9 basis deny them. Defendants deny the remaining allegations of Paragraph 113.

10 114. Defendants lack knowledge or information sufficient to form a belief as  
11 to the truth of the allegations regarding Plaintiff's information and belief and on that  
12 basis deny them. Defendants deny the remaining allegations of Paragraph 114.

13 115. Defendants lack knowledge or information sufficient to form a belief as  
14 to the truth of the allegations regarding Plaintiff's information and belief and on that  
15 basis deny them. Defendants deny the remaining allegations of Paragraph 115.

16 **HARM TO RIDDEL AND UNJUST ENRICHMENT OF DEFENDANTS**

17 116. Paragraph 116 states legal conclusions to which no response is required.  
18 To the extent a response is deemed required, Defendants further refer to the '382  
19 Registration for its true and accurate content and deny any allegations inconsistent  
20 therewith.

21 117. Paragraph 117 states legal conclusions to which no response is required.  
22 To the extent a response is deemed required, Defendants lack knowledge or  
23 information sufficient to form a belief as to the truth of the allegations regarding  
24 Plaintiff's information and belief and on that basis deny them. Defendants deny the  
25 remaining allegations of Paragraph 117.

26 118. Paragraph 118 states legal conclusions to which no response is required.  
27 To the extent a response is deemed required, Defendants lack knowledge or  
28 information sufficient to form a belief as to the truth of the allegations regarding

1 Plaintiff's information and belief and on that basis deny them. Defendants deny the  
2 remaining allegations of Paragraph 118.

3 119. Defendants deny the allegations of Paragraph 119.

4 120. Defendants deny the allegations of Paragraph 120.

5 121. Because Plaintiff's reference to "large companies" without any more  
6 particularity is vague and fails to place Defendants on notice of the substance of the  
7 allegation, Defendants lack knowledge or information sufficient to form a belief as to  
8 the truth of the allegations of Paragraph 121 and on that basis deny them. Defendants  
9 lack knowledge or information sufficient to form a belief as to the remaining  
10 allegations of Paragraph 121 and on that basis deny them.

11 122. Paragraph 122 states legal conclusions to which no response is required.  
12 To the extent a response is deemed required, Defendants deny the allegations of  
13 Paragraph 122.

14 123. Paragraph 123 states legal conclusions to which no response is required.  
15 To the extent a response is deemed required, Defendants deny the allegations of  
16 Paragraph 123.

17 124. Paragraph 124 states legal conclusions to which no response is required.  
18 To the extent a response is deemed required, Defendants deny the allegations of  
19 Paragraph 124.

20 125. Defendants deny the allegations of Paragraph 125.

21 126. Defendants deny the allegations of Paragraph 126.

22 127. Paragraph 127 states legal conclusions to which no response is required.  
23 To the extent a response is deemed required, Defendants deny the allegations of  
24 Paragraph 127.

25 **FIRST CAUSE OF ACTION**

26 **(Trademark Infringement; against all Defendants; 15 U.S.C. § 1114)**

27 128. Paragraph 128 is an introductory statement to which no response is  
28 required. To the extent a response is deemed required, Defendants admit that Plaintiff

1 purports to incorporate by reference the full text of all of the foregoing numbered  
2 paragraphs, photographs, figures and tables as though each such paragraph,  
3 photograph, figure and table has been fully set forth therein. Defendants likewise  
4 incorporate by reference their responses to the preceding paragraphs as though fully  
5 set forth herein.

6 129. Defendants admit that Plaintiff is the owner of the INSIDE OUT mark,  
7 in connection with, *inter alia*, jewelry.

8 130. Defendants refer to the '382 Registration for its full and accurate content  
9 and deny any allegations inconsistent therewith.

10 131. Defendants refer to the '382 Registration for its full and accurate content  
11 and deny any allegations inconsistent therewith.

12 132. Paragraph 132 states legal conclusions to which no response is required.  
13 To the extent a response is deemed required, Defendants deny the allegations of  
14 Paragraph 132.

15 133. Defendants lack knowledge or information sufficient to form a belief as  
16 to the truth of the allegations regarding Plaintiff's information and belief and on that  
17 basis deny them. Defendants admit that they have directly or indirectly engaged in the  
18 marketing, distribution, offering for sale, and/or sale of jewelry under the phrase  
19 Inside/Out. Defendants admit that these actions as described in this paragraph have  
20 been undertaken through interstate commerce.

21 134. Because Plaintiff's reference to uses "as alleged above" without any  
22 more particularity is vague and fails to place Defendants on notice of the substance of  
23 the allegation, Defendants lack knowledge or information sufficient to form a belief  
24 as to the truth of the allegations of Paragraph 134 and on that basis deny them.

25 135. Paragraph 135 states legal conclusions to which no response is required.  
26 To the extent a response is deemed required, Defendants lack knowledge or  
27 information sufficient to form a belief as to the truth of the allegations regarding  
28 Plaintiff's information and belief and on that basis deny them. Defendants deny the

1 remaining allegations of Paragraph 135.

2 136. Defendants lack knowledge or information sufficient to form a belief as  
3 to the truth of the allegations regarding Plaintiff's information and belief and on that  
4 basis deny them. Defendants deny the remaining allegations of Paragraph 136.

5 137. Paragraph 137 states legal conclusions to which no response is required.  
6 To the extent a response is deemed required, Defendants deny the allegations of  
7 Paragraph 137.

8 138. Paragraph 138 states legal conclusions to which no response is required.  
9 To the extent a response is deemed required, Defendants lack knowledge or  
10 information sufficient to form a belief as to the truth of the allegations regarding  
11 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
12 remaining allegations of Paragraph 138.

13 139. Paragraph 139 states legal conclusions to which no response is required.  
14 To the extent a response is deemed required, Defendants deny that Plaintiff is entitled  
15 to any of the remedies provided for under 15 U.S.C. § 1117.

16 140. Paragraph 140 states legal conclusions to which no response is required.  
17 To the extent a response is deemed required, Defendants deny that Plaintiff is entitled  
18 to any remedies provided for under 15 U.S.C. § 1118.

19 141. Paragraph 141 states legal conclusions to which no response is required.  
20 To the extent a response is deemed required, Defendants lack knowledge or  
21 information sufficient to form a belief as to the truth of the allegations regarding  
22 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
23 remaining allegations of Paragraph 141.

24 142. Paragraph 142 states legal conclusions to which no response is required.  
25 To the extent a response is deemed required, Defendants lack knowledge or  
26 information sufficient to form a belief as to the truth of the allegations regarding  
27 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
28 remaining allegations of Paragraph 142.

1 143. Paragraph 143 states legal conclusions to which no response is required.  
2 To the extent a response is deemed required, Defendants lack knowledge or  
3 information sufficient to form a belief as to the truth of the allegations regarding  
4 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
5 remaining allegations of Paragraph 143.

6 144. Paragraph 144 states legal conclusions to which no response is required.  
7 To the extent a response is deemed required, Defendants lack knowledge or  
8 information sufficient to form a belief as to the truth of the allegations regarding  
9 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
10 remaining allegations of Paragraph 144.

11 **SECOND CAUSE OF ACTION**

12 **(Federal Unfair Competition; against all Defendants; 15 U.S.C. § 1125(a))**

13 145. Paragraph 145 is an introductory statement to which no response is  
14 required. To the extent a response is deemed required, Defendants admit that Plaintiff  
15 purports to incorporate by reference the full text of all of the foregoing numbered  
16 paragraphs, photographs, figures and tables as though each such paragraph,  
17 photograph, figure and table has been fully set forth therein. Defendants likewise  
18 incorporate by reference their responses to the preceding paragraphs as though fully  
19 set forth herein.

20 146. Paragraph 146 states legal conclusions to which no response is required.  
21 To the extent a response is deemed required, Defendants lack knowledge or  
22 information sufficient to form a belief as to the truth of the allegations regarding  
23 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
24 remaining allegations of Paragraph 146.

25 147. Paragraph 147 states legal conclusions to which no response is required.  
26 To the extent a response is deemed required, Defendants lack knowledge or  
27 information sufficient to form a belief as to the truth of the allegations regarding  
28 Plaintiff's information or belief and on that basis deny them. Defendants deny the



1 remaining allegations of Paragraph 147.

2 148. Defendants lack knowledge or information sufficient to form a belief as  
3 to the truth of the allegations regarding Plaintiff's information or belief and on that  
4 basis deny them. Defendants deny the remaining allegations of Paragraph 148.

5 149. Paragraph 149 states legal conclusions to which no response is required.  
6 To the extent a response is deemed required, Defendants lack knowledge or  
7 information sufficient to form a belief as to the truth of the allegations regarding  
8 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
9 remaining allegations of Paragraph 149.

10 150. Paragraph 150 states legal conclusions to which no response is required.  
11 To the extent a response is deemed required, Defendants lack knowledge or  
12 information sufficient to form a belief as to the truth of the allegations regarding  
13 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
14 remaining allegations of Paragraph 150.

15 151. Paragraph 151 states legal conclusions to which no response is required.  
16 To the extent a response is deemed required, Defendants deny that Plaintiff is entitled  
17 to any of the remedies provided for under 15 U.S.C. § 1117.

18 152. Paragraph 152 states legal conclusions to which no response is required.  
19 To the extent a response is deemed required, Defendants s deny that Plaintiff is  
20 entitled to any of the remedies provided for under 15 U.S.C. § 1118.

21 153. Paragraph 153 states legal conclusions to which no response is required.  
22 To the extent a response is deemed required, Defendants lack knowledge or  
23 information sufficient to form a belief as to the truth of the allegations regarding  
24 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
25 remaining allegations of Paragraph 153.

26 154. Paragraph 154 states legal conclusions to which no response is required.  
27 To the extent a response is deemed required, Defendants lack knowledge or  
28 information sufficient to form a belief as to the truth of the allegations regarding

1 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
2 remaining allegations of Paragraph 154.

3 155. Paragraph 155 states legal conclusions to which no response is required.  
4 To the extent a response is deemed required, Defendants lack knowledge or  
5 information sufficient to form a belief as to the truth of the allegations regarding  
6 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
7 remaining allegations of Paragraph 155.

8 156. Paragraph 156 states legal conclusions to which no response is required.  
9 To the extent a response is deemed required, Defendants lack knowledge or  
10 information sufficient to form a belief as to the truth of the allegations regarding  
11 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
12 remaining allegations of Paragraph 156.

13 **THIRD CAUSE OF ACTION**

14 **(California Unfair Competition; against all Defendants; Cal. Bus. & Prof.**  
15 **Code, §§ 17200 *et seq.*)**

16 157. Paragraph 157 is an introductory statement to which no response is  
17 required. To the extent a response is deemed required, Defendants admit that Plaintiff  
18 purports to incorporate by reference the full text of all of the foregoing numbered  
19 paragraphs, photographs, figures and tables as though each such paragraph,  
20 photograph, figure and table has been fully set forth therein. Defendants likewise  
21 incorporate by reference their responses to the preceding paragraphs as though fully  
22 set forth herein.

23 158. Paragraph 158 states legal conclusions to which no response is required.  
24 To the extent a response is deemed required, Defendants deny the allegations of  
25 Paragraph 158.

26 159. Paragraph 159 states legal conclusions to which no response is required.  
27 To the extent a response is deemed required, Defendants lack knowledge or  
28 information sufficient to form a belief as to the truth of the allegations regarding

1 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
2 remaining allegations of Paragraph 159.

3 160. Paragraph 160 states legal conclusions to which no response is required.  
4 To the extent a response is deemed required, Defendants lack knowledge or  
5 information sufficient to form a belief as to the truth of the allegations regarding  
6 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
7 remaining allegations of Paragraph 160.

8 161. Defendants lack knowledge or information sufficient to form a belief as  
9 to the truth of the allegations regarding Plaintiff's information or belief and on that  
10 basis deny them. Defendants deny the remaining allegations of Paragraph 161.

11 162. Defendants lack knowledge or information sufficient to form a belief as  
12 to the truth of the allegations regarding Plaintiff's information or belief and on that  
13 basis deny them. Defendants deny the remaining allegations of Paragraph 162.

14 163. Defendants lack knowledge or information sufficient to form a belief as  
15 to the truth of the allegations of Paragraph 163 and on that basis deny them.

16 164. Defendants lack knowledge or information sufficient to form a belief as  
17 to the truth of the allegations regarding Plaintiff's information or belief and on that  
18 basis deny them. Defendants deny the remaining allegations of Paragraph 164.

19 165. Defendants lack knowledge or information sufficient to form a belief as  
20 to the truth of the allegations regarding Plaintiff's information or belief and on that  
21 basis deny them. Defendants deny the remaining allegations of Paragraph 165.

22 166. Paragraph 166 states legal conclusions to which no response is required.  
23 To the extent a response is deemed required, Defendants lack knowledge or  
24 information sufficient to form a belief as to the truth of the allegations regarding  
25 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
26 remaining allegations of Paragraph 166.

27 167. Paragraph 167 states legal conclusions to which no response is required.  
28 To the extent a response is deemed required, Defendants lack knowledge or

1 information sufficient to form a belief as to the truth of the allegations regarding  
2 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
3 remaining allegations of Paragraph 167.

4 168. Paragraph 168 states legal conclusions to which no response is required.  
5 To the extent a response is deemed required, Defendants lack knowledge or  
6 information sufficient to form a belief as to the truth of the allegations regarding  
7 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
8 remaining allegations of Paragraph 168.

9 169. Paragraph 169 states legal conclusions to which no response is required.  
10 To the extent a response is deemed required, Defendants lack knowledge or  
11 information sufficient to form a belief as to the truth of the allegations regarding  
12 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
13 remaining allegations of Paragraph 169.

14 170. Paragraph 170 states legal conclusions to which no response is required.  
15 To the extent a response is deemed required, Defendants lack knowledge or  
16 information sufficient to form a belief as to the truth of the allegations regarding  
17 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
18 remaining allegations of Paragraph 170.

19 171. Paragraph 171 states legal conclusions to which no response is required.  
20 To the extent a response is deemed required, Defendants lack knowledge or  
21 information sufficient to form a belief as to the truth of the allegations regarding  
22 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
23 remaining allegations of Paragraph 171. Defendants specifically deny that Plaintiff is  
24 entitled to an award of exemplary damages based on an alleged violation of Bus. &  
25 Prof. Code §§ 17200, *et seq.*

26 172. Paragraph 172 states legal conclusions to which no response is required.  
27 To the extent a response is deemed required, Defendants lack knowledge or  
28 information sufficient to form a belief as to the truth of the allegations regarding

1 Plaintiff's information or belief and on that basis deny them. Defendants deny the  
2 remaining allegations of Paragraph 172. Defendants specifically deny that Plaintiff is  
3 entitled to an award of costs, including attorneys' fees, based on an alleged violation  
4 of Bus. & Prof. Code §§ 17200, *et seq.*

5 **PRAYER FOR RELIEF**

6 1. Defendants deny that Plaintiff is entitled to any of the relief requested in  
7 Paragraph 1 of the Prayer for Relief.

8 2. Defendants deny that Plaintiff is entitled to any of the relief requested in  
9 Paragraph 2 of the Prayer for Relief.

10 3. Defendants deny that Plaintiff is entitled to any of the relief requested in  
11 Paragraph 3 of the Prayer for Relief.

12 4. Defendants deny that Plaintiff is entitled to any of the relief requested in  
13 Paragraph 4 of the Prayer for Relief.

14 5. Defendants deny that Plaintiff is entitled to any of the relief requested in  
15 Paragraph 5 of the Prayer for Relief.

16 6. Defendants deny that Plaintiff is entitled to any of the relief requested in  
17 Paragraph 6 of the Prayer for Relief.

18 7. Defendants deny that Plaintiff is entitled to any of the relief requested in  
19 Paragraph 7 of the Prayer for Relief.

20 8. Defendants deny that Plaintiff is entitled to any of the relief requested in  
21 Paragraph 8 of the Prayer for Relief.

22 9. Defendants deny that Plaintiff is entitled to any of the relief requested in  
23 Paragraph 9 of the Prayer for Relief.

24 10. Defendants deny that Plaintiff is entitled to any of the relief requested in  
25 Paragraph 10 of the Prayer for Relief.

26 11. Defendants deny that Plaintiff is entitled to any of the relief requested in  
27 Paragraph 11 of the Prayer for Relief.

28 12. Defendants deny that Plaintiff is entitled to any of the relief requested in

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120 BROADWAY, SUITE 300  
SANTA MONICA, CALIFORNIA 90401-2386

Paragraph 12 of the Prayer for Relief.

**AFFIRMATIVE DEFENSES**

Defendants allege the following defenses, without agreeing that they bear the burden of proof or persuasion on any issue implicated thereby. Defendants reserve the right to amend this Answer and assert additional affirmative defenses as additional information becomes available through discovery:

**FIRST AFFIRMATIVE DEFENSE**

1. The claims set forth in the Complaint are barred, in whole or in part, because Plaintiff's purported mark INSIDE OUT is not a mark at all, but rather an informational indicator of the construction of the product. The term "Inside Out" and/or a similar combination of words has been and is used by numerous third parties to describe jewelry products.

**SECOND AFFIRMATIVE DEFENSE**

2. The claims set forth in the Complaint are barred, in whole or in part, on the basis that Plaintiff's purported mark INSIDE OUT is generic and, therefore, not protectable.

**THIRD AFFIRMATIVE DEFENSE**

3. The claims set forth in the Complaint are barred, in whole or in part, on the basis that Plaintiff's purported mark INSIDE OUT is so highly diluted by third-party use that it is not capable of being source indicating to relevant consumers, and upon information and belief, Plaintiff has abandoned any rights it purportedly had in the purported mark INSIDE OUT by failing to control the use of the mark and/or to police the marketplace against the use by third parties of the mark, or confusingly similar marks, in connection with the applied for goods and services.

**FOURTH AFFIRMATIVE DEFENSE**

4. The claims set forth in the Complaint are barred, in whole or in part, on the basis that Plaintiff's purported mark INSIDE OUT is functional, or otherwise fails as an indicator of source.

**FIFTH AFFIRMATIVE DEFENSE**

5. The claims set forth in the Complaint are barred, in whole or in part, by the doctrines of fair use. Any use of the phrase “INSIDE OUT” by Defendants constitutes a generic or fair use of that term, which refers to certain jewelry products. Defendants do not use and have not used the term “INSIDE OUT” as a trademark in a source-indicating manner.

**SIXTH AFFIRMATIVE DEFENSE**

6. The claims set forth in the Complaint are barred, in whole or in part, because adoption and use that may be found to have caused infringement, if any, was innocent.

**SEVENTH AFFIRMATIVE DEFENSE**

7. The claims in the Complaint are barred, in whole or in part, by the doctrines of laches and/or acquiescence, equitable estoppel, and/or waiver.

**EIGHTH AFFIRMATIVE DEFENSE**

8. The claims in the Complaint are barred, in whole or in part, by the doctrines of unclean hands and/or trademark misuse.

**NINTH AFFIRMATIVE DEFENSE**

9. The unfair competition claims made in the Complaint are barred, in whole or in part, because Plaintiff has not suffered an ascertainable loss.

**TENTH AFFIRMATIVE DEFENSE**

10. Without admitting that the Complaint states a claim, there has been no damage in any amount, manner or at all by reason of any act alleged against Defendants in the Complaint, and the relief prayed for in the Complaint therefore cannot be granted.

**ELEVENTH AFFIRMATIVE DEFENSE**

11. Without admitting that the Complaint states a claim, Plaintiff’s claims for injunctive relief are barred because Plaintiff cannot show that she will suffer any irreparable harm from Defendants’ alleged actions. Any alleged injury or damage



1 suffered by Plaintiff would be adequately compensated by damages. Accordingly,  
2 Plaintiff has a complete and adequate remedy at law and is not entitled to seek  
3 equitable relief.

4 **TWELFTH AFFIRMATIVE DEFENSE**

5 12. Without admitting that the Complaint states a claim, any remedies are  
6 limited to the extent that there is sought an overlapping or duplicative recovery  
7 pursuant to the various claims for any alleged single wrong.

8 **THIRTEENTH AFFIRMATIVE DEFENSE**

9 13. The claims asserted in the Complaint are barred, in whole or in part, by  
10 abandonment of Plaintiff's purported mark INSIDE OUT.

11 **FOURTEENTH AFFIRMATIVE DEFENSE**

12 14. The claims asserted in the Complaint are barred, in whole or in part,  
13 because there is no likelihood of confusion between Plaintiff's purported mark  
14 INSIDE OUT and Defendants' generic use of the phrase "Inside/Out" on certain of  
15 HOF's products. Plaintiff cannot claim or establish exclusive rights to the commonly  
16 used phrase "INSIDE OUT" which is the definition of a type of jewelry.

17 **FIFTEENTH AFFIRMATIVE DEFENSE**

18 15. The claims set forth in the Complaint, which are all based on Plaintiff's  
19 purported mark INSIDE OUT, are barred, in whole or in part, because the registration  
20 in the purported mark is invalid and/or unenforceable. The purported mark is either  
21 (i) not a mark at all, but an informational indicator of the construction of a product,  
22 or (ii) generic. The purported mark is not incontestable because, among other reasons,  
23 the use of the term "INSIDE OUT" is a use, otherwise than as a mark, which is the  
24 definition of a type of jewelry and used fairly and in good faith only to describe  
25 Defendants' products.

26 ///

27 ///

28 ///

**SIXTEENTH AFFIRMATIVE DEFENSE**

16. Without admitting that the Complaint states a claim, Plaintiff has neglected, failed, and refused to mitigate her damages, if any, and is thereby barred from recovery, or any such recovery must be reduced accordingly.

**SEVENTEENTH AFFIRMATIVE DEFENSE**

17. The claims set forth in the Complaint are barred, in whole or in part, because the equities in this case weigh against the relief that Plaintiff seeks.

**EIGHTEENTH AFFIRMATIVE DEFENSE**

18. The claims set forth in the Complaint are barred, in whole or in part, by the doctrine of unjust enrichment because the requested relief would result in an unjust enrichment for Plaintiff.

**NINETEENTH AFFIRMATIVE DEFENSE**

19. The claims set forth in the Complaint are barred, in whole or in part, because to the extent Plaintiff has suffered any of the injuries alleged in the Complaint, which Defendants deny, Plaintiff could and should have reduced or avoided any such injuries.

**DEFENDANTS' PRAYER FOR RELIEF**

WHEREFORE, Defendants pray for judgment as follows:

1. That the Plaintiff take nothing by her Complaint and that the same be dismissed with prejudice;

2. That the Defendants have judgment entered in their favor;

3. That the Defendants be awarded their reasonable attorneys' fees and costs of suit; and

4. For such other and further relief as this Court deems proper.

**DEFENDANTS' DEMAND FOR JURY TRIAL**

Defendants hereby demand a jury trial.

///

///

**COUNTERCLAIM**

Defendants and Counterclaimants Hearts on Fire Company, LLC (“HOF”), Saks Global Enterprises LLC (“Saks”) and Neiman Marcus Group LLC (“Neiman Marcus”) (collectively, “Counterclaimants”) allege the following counterclaim against Plaintiff Holly M. Riddel (“Plaintiff”), and in support of that counterclaim allege, upon knowledge with respect to their own acts and upon information and belief as to other matters, as follows.

**NATURE OF THE ACTION**

1. This counterclaim seeks cancellation of Plaintiff’s U.S. Trademark Registration No. 5,427,382 (the “382 Registration”) for INSIDE OUT on the grounds that the phrase INSIDE OUT is the generic term of a class of jewelry and not entitled to registration.

**JURISDICTION AND VENUE**

2. This Court has jurisdiction over the subject matter of these counterclaims pursuant to the Federal Rules of Civil Procedure and 15 U.S.C. §§ 1119 & 1121, 28 U.S.C. §§ 1331.

3. This Court has personal jurisdiction over HOF and venue is proper, pursuant to 28 U.S.C. §1391, because, among other reasons, Plaintiff has consented to personal jurisdiction and venue by filing her Complaint against Counterclaimants.

**PARTIES**

4. HOF is a limited liability company existing under the laws of the State of Massachusetts, with a location at 99 Summer Street, 4<sup>th</sup> Floor, Boston, MA 02110.

5. Saks is a limited liability company existing under the laws of the State of Delaware, with a location at 225 Liberty Street, 31<sup>st</sup> Floor, New York, NY 10281.

6. Neiman Marcus is a limited liability company existing under the laws of the State of Massachusetts, with a location at 1618 Main Street, Dallas, TX 75201

7. Upon information and belief, Holly M. Riddell is an individual residing in the State of California.

**Hearts On Fire is a Recognized Industry Leader**

8. HOF is a well-established industry leader for the manufacture and sale of jewelry with a reputation for excellence for their high-end jewelry comprised of precious metals and stones.

9. Retailers purchase HOF's jewelry because of their confidence that HOF uses the highest quality of jewelry design and build quality, not because of the line designations used by HOF to describe or characterize the different styles of jewelry it offers.

10. HOF is known for its modern, bold and uncommonly graceful jewelry.

11. Major retailers have come to associate HOF with meticulous artisanship.

12. HOF uses the highest quality conflict-free stones in its jewelry.

13. HOF cuts stones used in its jewelry under 100X (100 times) magnification by specialized master craftsmen with mathematical precision.

14. HOF has collaborated with Victoria's Secret regarding the use of its jewelry, dressing several Victoria's Secret models with its jewelry in the Victoria's Secret runway show.

15. Celebrities have worn HOF jewelry during major award shows such as Primetime Emmy Awards, the Oscars and the Billboard awards.

16. HOF is one of the most prestigious global jewelry brands with an excellent reputation among the highest end retailers.

**"Inside Out" is a Generic Term**

17. The phrase "Inside Out" as used as a name of a type of jewelry is a generic term and not protectable at law.

18. The phrase "Inside Out" is not recognized by the public as source indicating of a particular brand; rather, industry buyers understands that the term "Inside Out" is the definition of a style of jewelry.

19. The primary meaning of the term "Inside Out" is to guide jewelry buyers and end purchasers who are interested in buying "Inside Out" style of jewelry.

1           20. “Inside Out” as used as the definition for a type of jewelry, defines a  
2 style of jewelry in which both the inside and outside of the jewelry are design  
3 elements, including where there is adornment (including, but not limited to, jewels  
4 (real or imitation)) on both the inside and the outside of the jewelry or the jewelry  
5 bends, curves or folds in manner which reveals or feature some or all the inside of  
6 the jewelry as well as the outside (an “Inside Out Design”).

7 **Extensive Use of Inside Out by Third Parties**

8           21. The fact that the term “Inside Out” is the definition of a type of jewelry  
9 is evidenced by extensive use of the term “Inside Out” by manufacturers and retailers  
10 to communicate to consumers the type of jewelry being sold.

11           22. Another critical factor evidencing the fact that “Inside Out” has become  
12 and is now the definition of a type of jewelry is the use of the term by industry trade  
13 journals as a genus of goods.

14           23. Trade publications in the jewelry industry, including Jeweler’s Circular  
15 Keystone (JCK), National Jeweler and Angara.com, regularly refer to “Inside Out”  
16 as a jewelry style.

17           24. An October 2020 article in JCK, by Kristin Young, for example, quoted  
18 a buyer describing retail trends, who commented that “Inside-out hoop earrings are  
19 still hot, hot, hot. They’re a classic.”

20           25. The phrase “inside out” (used with and without capitalization of the first  
21 letters) is widely used by numerous third parties, not as a source indicator, but rather  
22 as a definition of a type of jewelry with an Inside Out Design.

23           26. Upon information and belief, consumers of jewelry understand the  
24 “inside out” (with and without first letter capitals) as used in connection with jewelry  
25 to define a genus of jewelry using an Inside Out Design.

26           27. Within the jewelry industry the phrase “inside out” (with and without  
27 first letter capitals) refers to the type of jewelry that is characterized by the Inside Out  
28 Design.

1           28. Hundreds of retailers or products use “inside out” (with and without first  
2 letter capitals) in the name and/or description of jewelry to refer or name jewelry  
3 using an Inside Out Design.

4           29. Examples of retailers that use “inside out” (with and without first letter  
5 capitals) to name a type of jewelry using an Inside Out Design includes, without  
6 limitation Tiffany’s, Zales, Jared, Blue Nile, Saks, Nordstrom, Macy’s,  
7 Bloomingdales and Kenneth Lane.

8           30. Zales offers for sale “CT. T.W. Certified Lab-Grown Diamond Inside-  
9 Out Hoop Earrings in 10K White Gold (F/SI2)” which are adorned on the outside  
10 and inside of the earrings. The description of these earrings on Zales’ website at  
11 [www.zales.com](http://www.zales.com), a true and correct copy of which is included as **Exhibit A** hereto,  
12 includes the following: “Each earring features certified lab-grown diamonds that  
13 graduate in size along the outer front and inside back edges.”

14           31. Zales also sells other jewelry pieces using an Inside Out Design whose  
15 name and/or description includes the phrase “inside out.”

16           32. As another example, Macy’s offers for sale “Crystal Pavé Inside Out  
17 Paperclip Hoop Earrings” which are adorned on the outside and inside of the earrings.  
18 The description of these earrings on Macy’s website at [www.macys.com](http://www.macys.com), a true and  
19 correct copy of which is included as **Exhibit B** hereto, includes the following:  
20 “Glittering round brilliant cut-like cubic zirconias add a luxe detail to these brightly  
21 polished hoop earrings, beautifully arranged in an inside out style in prong settings.”

22           33. Macy’s also sells other jewelry pieces using an Inside Out Design whose  
23 name and/or description includes the phrase “inside out.”

24           34. Another example is that Bloomingdales offers for sale an “inside out”  
25 hoop earrings, which are adorned on the outside and inside of the earrings. A true  
26 and correct copy of Bloomingdales’ website for this product is included as **Exhibit**  
27 **C** hereto.  
28

1 35. Bloomingdales also sells other jewelry pieces using an Inside Out  
2 Design whose name and/or description includes the phrase “inside out.”

3 36. As a further example, Kenneth Lane sells a product called “Baguette CZ  
4 Inside Out.” The description of these earrings on Kenneth Lane’s website,  
5 www.kennethjaylane.com, a printout of which is included as **Exhibit D** hereto,  
6 includes the following: “Baguette shaped stones inside and out offer 360 degree  
7 sparkle” and “Inside out hoop styling.”

8 37. Kenneth Lane also sells other jewelry pieces using an Inside Out Design  
9 whose name and/or description includes the phrase “inside out.”

10 38. Numerous trade publications in the jewelry industry use the term “Inside  
11 Out” to describe the genus of jewelry. The National Jeweler profile of the Hearts On  
12 Fire “Inside/Out” collection discusses how the collection highlights “the exposed  
13 ‘inside’ half of the folded over gold.”

14 39. There are numerous references in the media referring to “inside out”  
15 jewelry.

16 40. Examples of other uses of the phrase “inside out” to describe jewelry  
17 using an Inside Out Design are included on **Exhibit E** hereto.

18 41. Plaintiff has chosen to litigate against one manufacturer of fine quality  
19 jewelry out of the numerous manufacturers and retailers who use the generic phrase,  
20 “inside out,” and is attempting to use its registration to hamper the fair use of the very  
21 name for the category of item that is being sold to retailers and their retail consumers.  
22 Trademark law does not permit companies to co-opt common generic words, thereby  
23 preventing others from using such words to accurately indicate their goods and  
24 services. This well-established rule of law and equity protects both sellers and  
25 consumers, and is grounds for cancellation of a trademark registration for a term that  
26 has become generic.

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**COUNT I – CANCELLATION OF REGISTRATION NO. 5,427,382**

42. Counterclaimants repeat and incorporate by reference the foregoing allegations set forth in this Counterclaim as if fully set forth herein.

43. Pursuant to Section 37 of the Lanham Act, 15 U.S.C. § 1119, this Court is empowered to order the cancellation of a trademark registration in any civil action involving a registered mark.

44. Plaintiff's INSIDE OUT mark is generic for the goods and services covered by the '382 Registration.

45. The '382 Registration should be canceled in its entirety because the purported mark has become and is generic.

46. Counterclaimants will be damaged by Plaintiff's continued registration on the Principal Register of the mark INSIDE OUT, Reg. No. 5,427,382, unless such mark is cancelled and removed from the Principal Register.

**COUNTERCLAIMANTS' PRAYER FOR RELIEF**

WHEREFORE, Counterclaimants pray for judgment in their favor and against the Plaintiff as follows:

1. For a judgment directing the United States Patent and Trademark Office to cancel the registration of U.S. Trademark Registration No. 5,427,382.

**COUNTERCLAIMANTS' DEMAND FOR JURY TRIAL**

Counterclaimants hereby demand a jury trial.

Dated: September 5, 2025

**BRYAN CAVE LEIGHTON PAISNER LLP**

*/s/ Jasdeep S. Atwal*

Jasdeep S. Atwal

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